



U.S. Department of Justice
Office of the United States Trustee
Region 2

The Southern District of New York

IN RE:	}	CHAPTER 11
Vivaro Corporation, <i>et al.</i> ,	}	
	}	CASE NO. 12-13810 (MG)
	}	
DEBTORS. ⁽¹⁾	}	

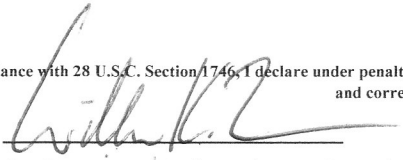
**SEVENTH QUARTERLY REPORT BY
THE CREDITOR TRUST OF VIVARO CORPORATION
FOR THE PERIOD**

FROM July 1, 2018 TO September 30, 2018

The Creditor Trust of Vivaro Corporation (the "Creditor Trust"), through William K. Lenhart, Managing Director of WKL Advisors, LLC, in his capacity as the duly appointed trustee of the Creditor Trust (the "Trustee"), pursuant to the Joint Chapter 11 Plan of Vivaro Corporation, STi Prepaid, LLC, Kare Distribution, Inc., STi Telecom, Inc., TNW Corporation, STi CC I, LLC, And STi CC II, LLC [ECF No. 892-1] (the "Confirmed Plan") of Vivaro Corporation, et al. (the "Debtors"), by its counsel, Arent Fox LLP ("Arent Fox"), files this Post-Confirmation Quarterly Operating Report (the "Report") in accordance with the Guidelines established by the United States Trustee and FRBP 2015.

In accordance with 28 U.S.C. Section 1746, I declare under penalty of perjury that I have examined the information contained in this report and it is true and correct to the best of my knowledge.

Signed:


WILLIAM K. LENHART
Print Name

Date:

10-17-18

CREDITOR TRUSTEE
Title

Creditor Trustee

William K Lenhart
WKL Advisors, LLC
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New City, New York 10956-6635
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Creditor Trust of
Vivaro Corporation*
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(1) The debtors in these chapter 11 cases, along with the last four digits of each debtor's tax identification number, as applicable, are: Vivaro Corporation (7907), STi Prepaid, LLC (5345), Kare Distribution, Inc. (3417), STi Telecom Inc. (7760), TNW Corporation (0303), STi CC I, LLC, and STi CC 2, LLC. Pursuant to the confirmed plan, the estates for all of the Debtors were consolidated into the Vivaro Corporation. On May 17, 2017, the Court entered Final Decrees in each of the Debtors' cases closing all of the Debtors' bankruptcy cases except for the case of Vivaro Corporation (7907). Presently, only Vivaro Corporation's bankruptcy case remains open and pending.

**STATEMENT OF LIMITATIONS AND DISCLAIMER REGARDING
THE SEVENTH QUARTERLY REPORT BY THE CREDITOR TRUST OF VIVARO CORPORATION**

By order entered on September 13, 2016 (the "Confirmation Order"), the Bankruptcy Court confirmed the *Joint Chapter 11 Plan of Vivaro Corporation, STI Prepaid, LLC, Kare Distribution, Inc., STI Telecom, Inc., TNW Corporation, STI CC I, LLC, and STI CC II, LLC* (the "Plan"), which provides for, among other things, the establishment of a Creditor Trust (the "Creditor Trust") to effectuate the Plan. The Plan became effective on November 7, 2016 (the "Effective Date").

William K. Lenhart, Managing Director of WKL Advisors, LLC, in his capacity as the duly appointed trustee of the Creditor Trust (the "Trustee") was appointed to serve as the Trustee of the Creditor Trust pursuant to the Confirmation Order and that certain *Creditor Trust Agreement* dated as of the Effective Date (the "Trust Agreement").

Pursuant to the Plan, Confirmation Order, and the Trust Agreement, the Trustee has signed the Report as the authorized signatory of the Creditor Trust.

The Report does not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"), nor is it intended to be fully reconciled with the financial statements of each Debtor. Additionally, the Report contains unaudited information that is subject to further review and potential adjustment.

In preparing the Report, the Trustee relied upon financial data derived from the Creditor Trust's books and records that was available at the time of such preparation. Although reasonable efforts were made to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised or subsequent information, may cause a material change to the Report.

Accordingly, all rights are reserved to amend, supplement, or otherwise modify the Report as is necessary and appropriate. Notwithstanding the foregoing, the Trust shall not be required to update the Report.

QUARTERLY OPERATING REPORT -
POST CONFIRMATION

ATTACHMENT NO. 1

QUESTIONNAIRE		
	YES*	NO
1. Have any assets been sold or transferred outside the normal course of business, or outside the Plan of Reorganization during this reporting period?		X
2. Are any post-confirmation sales or payroll taxes past due?		X
3. Are any amounts owed to post-confirmation creditors/vendors over 90 days delinquent?		X
4. Is the Debtor current on all post-confirmation plan payments?	X	

*If the answer to any of the above questions is "YES," provide a detailed explanation of each item on a separate sheet.

INSURANCE INFORMATION ¹		
	YES	NO*
1. Are real and personal property, vehicle/auto, general liability, fire, theft, worker's compensation, and other necessary insurance coverages in effect?		X
2. Are all premium payments current?		X

*If the answer to any of the above questions is "NO," provide a detailed explanation of each item on a separate sheet.

CONFIRMATION OF INSURANCE			
TYPE of POLICY	and CARRIER	Period of Coverage	Payment Amount and Frequency
			Delinquency Amount

DESCRIBE PERTINENT DEVELOPMENTS, EVENTS, AND MATTERS DURING THIS REPORTING PERIOD:
<p>On November 7, 2016 (the "Effective Date"), the Debtors consummated all requirements under the Bankruptcy Code and the Plan became Effective. During this Reporting Period, subject to the terms of the Plan, the Confirmation Order and the Trust Agreement, the Creditor Trust made the first and final distribution of the Creditor Trust Assets to holders of Allowed General Unsecured Claims.</p> <p>I declare under penalty of perjury that this statement and the accompanying documents and reports are true and correct to the best of my knowledge and belief.</p> <p>Estimated Date of Filing the Application for Final Decree: <u>7/15/2018</u></p>

(1) The Debtors have no business operations, no tangible assets, no employees, and no insurance policies.

QUARTERLY OPERATING REPORT -
POST CONFIRMATION

ATTACHMENT NO. 2

CHAPTER 11 POST-CONFIRMATION
SCHEDULE OF RECEIPTS AND DISBURSEMENTS

Case Name:	Vivaro Corporation, <i>et al.</i> ,
Case Number:	12-13810
Date of Plan Confirmation:	September 13, 2016
Reporting Period	July 31, 2018 to September 30, 2018

(\$ In 000's)

CASH (Beginning of Period)

Quarterly	Cumulative Total
\$ 417	\$ 200

INCOME or RECEIPTS during the Perioda. **Operating Income:**

- (i) Preference Settlements
- (ii) Other Receipts
- (iii) Transfer from other Estate account*

\$ -	\$ 47
\$ -	\$ 760
\$ -	\$ 53

DISBURSEMENTSa. **Operating Expenses (Fees/Taxes):**

- (i) U.S. Trustee Quarterly Fees
- (ii) Federal Taxes
- (iii) State Taxes
- (iv) Operating Costs
- (v) Bank Fees

\$ 4	\$ 7
-	-
-	-
26	26
-	24

b. **All Other Operating Expenses:**

\$ -	\$ 617
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c. **Plan Payments:****

- (i) Administrative Claims
- (ii) Priority Claims
- (iii) Secured Claims
- (iv) General Unsecured Claims

\$ -	\$ -
-	-
-	-
253	253

Total Disbursements (Operating & Plan)

\$ 283	\$ 927
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CASH (End of Period)

\$ 134	\$ 134
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* Represents refund from Garden City Group for uncleared claim checks of Estate.

** This includes any and all disbursements made under the plan of reorganization or in the ordinary course of the reorganized debtor's post-confirmation business, whether the disbursements are made through a trust, by a third party, or by the reorganized debtor.

The Creditor Trust of Vivaro Corporation
Reconciliation Summary
Wilmington Trust - Operating Account XXXXX-2000
April 1, 2018 to June 30, 2018

	For the Period Ended 7/31/2018	For the Period Ended 8/31/2018	For the Period Ended 9/30/2018	Total
Beginning Balance	\$ 416,998	\$ 366,824	\$ 254,312	\$ 416,998
Cleared Transactions				
Checks and Payments	(50,174)	(112,511)	(120,665)	(283,351)
Total Checks and Payments	(50,174)	(112,511)	(120,665)	(283,351)
Deposits and Credits	-	-	-	-
Transfers from other Estate Account	-	-	-	-
Transfers to other Estate Account	-	-	-	-
Total Cleared Transactions	(50,174)	(112,511)	(120,665)	(283,351)
Cleared Balance	\$ 366,824	\$ 254,312	\$ 133,647	\$ 133,647
Uncleared Transactions				
Checks and Payments	-	-	-	-
Total Uncleared Transactions	-	-	-	-
Register Balance	366,824	254,312	133,647	133,647
Ending Balance	\$ 366,824	\$ 254,312	\$ 133,647	\$ 133,647

The Creditor Trust of Vivaro Corporation
Reconciliation Detail
Wilmington Trust - Operating Account XXXXX-2000, Period Ended 7/31/2018

Type	Date	Check No.	Name	Amount	Balance
Beginning Balance					\$ 416,998
Cleared Transactions					
Checks and Payments					
Warehouse	7/30/2018	9397	Allstate Information Services	(25,086)	
GUC - Distr	7/31/2018	9425	Jesus Velaquez Garcia	(527)	
GUC - Distr	7/31/2018	9426	Konik and Compnay	(71)	
GUC - Distr	7/31/2018	9455	Wind Telecom	(21,548)	
Warehouse	7/21/2018	9466	CT Liens	(436)	
Warehouse	7/26/2018	9467	Iron Mt	(2,506)	
Total Checks and Payments				<u>(50,174)</u>	
Deposits and Credits - 0 items					
Total Deposits and Credits				<u>-</u>	
Transfers from other Estate Account					
Total Transfers from other Estate Account				<u>-</u>	
Transfers to other Estate Account				-	
Total Transfers from other Estate Account				-	
Total Transfers to other Estate Account				<u>-</u>	
Total Cleared Transactions				<u>(50,174)</u>	
Cleared Balance					\$ 366,824
Uncleared Transactions					
Checks and Payments					
Total Uncleared Transactions				<u>-</u>	
Register Balance as of 7/31//2018					366,824
Ending Balance					<u>\$ 366,824</u>

The Creditor Trust of Vivaro Corporation
Reconciliation Detail
Wilmington Trust - Operating Account XXXXX-2000, Period Ended 8/31/2018

Type	Date	Check No.	Name	Amount	Balance
Beginning Balance					\$ 366,824
Cleared Transactions					
GUC - Distrib	8/2/2018	9399	AFFILIATES OF VERIZON COM INC	(26,468.18)	
GUC - Distrib	8/1/2018	9400	ALLIANCE GROUP SERVICES INC	(639.77)	
GUC - Distrib	8/2/2018	9401	AMERICAN EXP TRAVEL RELATED SERV	(332.68)	
GUC - Distrib	8/2/2018	9402	AMERICAN EXPRESS TRAVEL REL SERV	(956.22)	
GUC - Distrib	8/1/2018	9404	BURRIS, SCHOENBERG and WALDEN	(265.94)	
GUC - Distrib	8/7/2018	9405	CERIDIAN STORED VALUE SOLUTIONS	(246.90)	
GUC - Distrib	8/16/2018	9406	CITY OF NY DEPARTMENT OF FINANCE	(2,309.47)	
GUC - Distrib	8/2/2018	9407	CONCUR TECHNOLOGIES INC	(72.31)	
Operting Expense	8/2/2018	9457	CT Corporation	(219.23)	
GUC - Distrib	8/10/2018	9408	D EXPOSITO and PARTNERS LLC	(10,408.90)	
GUC - Distrib	8/7/2018	9409	DEPARTMENT OF THE TREASURY - IRS	(222.80)	
GUC - Distrib	8/8/2018	9413	EMPRESA NAC DE TELECOMUNICACIONES	(2,731.80)	
GUC - Distrib	8/13/2018	9414	EQUINIX INC	(1,784.38)	
GUC - Distrib	8/3/2018	9416	FEDEX TECHCONNECT INC	(115.29)	
GUC - Distrib	8/15/2018	9417	GRANT THORNTON LLP	(1,180.79)	
GUC - Distrib	8/7/2018	9418	IANYWHERE SOLUTIONS INC	(182.66)	
GUC - Distrib	8/8/2018	9422	ILLINOIS DEPARTMENT OF REVENUE	(129.57)	
GUC - Distrib	8/15/2018	9424	JENNIFER R FOX	(77.69)	
GUC - Distrib	8/2/2018	9427	KT AMERICA	(341.96)	
GUC - Distrib	8/16/2018	9429	LEVEL 3 COMMUNICATIONS LLC	(447.54)	
GUC - Distrib	8/16/2018	9428	LEVEL 3 COMMUNICATIONS LLC	(37,000.82)	
GUC - Distrib	8/20/2018	9430	MG ENGINEERING PC	(262.93)	
GUC - Distrib	8/22/2018	9431	NEW CLASSROOMS INNOV Ptnr CO	(6,260.53)	
GUC - Distrib	8/22/2018	9433	NY STATE DEPARTMENT OF TAXATION	(492.26)	
GUC - Distrib	8/1/2018	9434	OPTEC COMMUNICATIONS, INC	(572.29)	
GUC - Distrib	8/24/2018	9435	ORACLE AMERICA INC	(103.57)	
GUC - Distrib	8/1/2018	9436	PRESTIGE CAPITAL CORPORATION	(1,667.23)	
GUC - Distrib	8/2/2018	9438	ROBERTA KRAUS	(179.09)	
GUC - Distrib	8/3/2018	9439	SAMS CLUB	(730.53)	
GUC - Distrib	8/1/2018	9440	SERVERCARE, INC	(140.75)	
GUC - Distrib	8/3/2018	9442	STATE OF MINNESOTA DEPT OF REVENUE	(67.95)	
GUC - Distrib	8/13/2018	9443	STATE OF TEXAS OFFICE TEXAS	(3,900.00)	
GUC - Distrib	8/20/2018	9444	TELECOM ARGENTINA USA, INC.	(824.86)	
GUC - Distrib	8/20/2018	9445	TELECOM ARGENTINA USA, INC.	(520.00)	
GUC - Distrib	8/3/2018	9447	TELMEX USA, LLC	(10,217.01)	
GUC - Distrib	8/16/2018	9451	VANCE, SERGEY S	(72.68)	
GUC - Distrib	8/9/2018	9452	VICTOR E ROBLES	(76.12)	
GUC - Distrib	8/2/2018	9454	WELLS FARGO FINANCIAL LEASING INC	(227.46)	
GUC - Distrib	8/2/2018	9456	ZONES	(61.17)	
Total Checks and Payments				(112,511)	
Deposits and Credits - 0 item					
Total Deposits and Credits				-	
Total Cleared Transactions				(112,511)	
Cleared Balance					\$ 254,312
Uncleared Transactions					
Checks and Payments					
Total Uncleared Transactions				-	
Register Balance as of 8/31/2018					254,312
Ending Balance					\$ 254,312

The Creditor Trust of Vivaro Corporation
Reconciliation Detail
Wilmington Trust - Operating Account XXXXX-2000, Period Ended 9/30/2018

Type	Date	Check No.	Name	Amount	Balance
Beginning Balance					\$ 254,312
Cleared Transactions					
Checks and Payments					
GUC -Distr	09/06/2018	9411	DIGICEL JAMAICA	(6,256.88)	
GUC -Distr	09/03/2018	9450	UNIVERSAL SERV ADMIN CO	(6,487.59)	
GUC -Distr	9/25/2018	9415	FEDERAL COMMUNICATIONS COMMISSION	(101,060.43)	
GUC -Distr	9/20/2018	9446	TELENOR GLOBAL SERVICES AS	(2,627.52)	
Operating	9/28/2018	9479	U.S. Trustee	(4,232.83)	
Total Checks and Payments				<u>-120,665</u>	
Deposits and Credits - 1 items					
Transfer/Addition				<u>0</u>	
Total Deposits and Credits				<u>0</u>	
Total Cleared Transactions				<u>-120,665</u>	
Cleared Balance					\$ 133,647
Uncleared Transactions					
Checks and Payments					
Total Uncleared Transactions				<u>0</u>	
Register Balance as of 9/30/2018					133,647
Ending Balance					<u>\$ 133,647</u>

QUARTERLY OPERATING REPORT -
POST CONFIRMATION

ATTACHMENT NO. 3

CHAPTER 11 POST-CONFIRMATION
BANK ACCOUNT RECONCILIATIONS

Bank Account Information	Account #1	Account #2	Account #3	Account #4
Name of Bank:	Wilmington Trust			
Account Number:	XXXXXX-2000			
Purpose of Account (Operating/Payroll/Tax)	Operating			
Type of Account (e.g. checking)	Checking			
1. Balance per Bank Statement	\$114,985			
2. ADD: Deposits not credited				
3. SUBTRACT: Outstanding Checks	0			
4. Other Reconciling Items*	18,661.60			
5. Month End Balance (Must Agree with Books)	\$133,647			

Note: Attach copy of each bank statement and bank reconciliation.

Investment Account Information	Date of Purchase	Type of Instrument	Purchase Price	Current Value
Bank / Account Name / Number				

Note: Attach copy of each investment account statement.

Other Reconciling items are comprised of 13 checks included in the full distribution that remain outstanding from clearing account held by Wilmington Trust. These checks may be presented until January 2019. Should these checks not be presented, or reissued, funds will be reversed back to Trust.
